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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

** Please give original submission date as File date - 2/6/03*

ALI

**FOREIGN PROFIT QUALIFICATION
BERLINER COMMUNICATIONS, INCORPORATED**

Certificate of Status	1
Certified Copy	1
Page Count	05
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDASECRETARY OF STATE
TALLAHASSEE, FLORIDAIN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.1. Berliner Communications, Incorporated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)2. Delaware 3. 223351537
(State or country under the law of which it is incorporated) (FEI number, if applicable)4. 01/03/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")6. Upon Filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)7. 20 Bushes Lane, Elmwood Park, NJ 07407
(Principal office address)4 Same as above 11
(Current mailing address)8. Consulting proposed for Communications Industry
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)Name: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company Carole Harlan
Carole Harlan, Authorized Agent
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAOfficers - Berliner Communications, Inc.

Rich Berliner	CEO	Berliner Communications, Inc. 20 Bushes Lane Elmwood Park, NJ 07407
Lynn D. Toomey	Secretary	Berliner Communications, Inc. 20 Bushes Lane Elmwood Park, NJ 07407
Magnus Ojert	COO	Berliner Communications, Inc. 20 Bushes Lane Elmwood Park, NJ 07407

Board Of Directors - Berliner Communications, Inc.

Rich Berliner	Chairman	Berliner Communications, Inc. 20 Bushes Lane Elmwood Park, NJ 07407
Brian A. Bain		12 Powder Hill Saddle River, NJ 07458
Robert Niehaus		Greenhill & Co., LLC 300 Park Avenue 23 rd Floor New York, NY 10022
Jeffrey Buckalew		Greenhill & Co., LLC 300 Park Avenue 23 rd Floor New York, NY 10022
Ralph Ianuzzi		Maple Leaf Partners 210 Route 4 East Paramus, NJ 07652

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERLINER COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2137514

DATE: 12-11-02

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